

C. Quarter Master

April 9, 1997

RECORDATION NO. *20438*
DEC 31 1996 - 10 05 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SUITE 200
WASHINGTON, D C

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(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

RECORDATION NO. *20438-AB*
DEC 31 1996 - 10 05 AM

December 30 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D C. 20423

Dear Mr Williams

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a), are two (2) copies of a Memorandum of Railroad Equipment Lease, dated as of December 30, 1996, a *primary* ~~secondary~~ document as defined in the Board's Rules for the Recordation of Documents, and two (2) copies of each of the following secondary documents related thereto, also dated as of December 30, 1996: Memorandum of Railroad Car Net Lease Agreement and Assignment and Memorandum of Railcar Lease Agreement and Assignment

The names and addresses of the parties to the enclosed documents are

Memorandum of Railroad Equipment Lease

Lessor	Pitney Bowes Credit Corporation 201 Merritt Seven Norwalk, Connecticut 06856
Lessee	Trinity Industries Leasing Company 2000 Gardner Expressway Quincy, Illinois 62306

Memorandum of Railroad Car Net Lease Agreement and Assignment *A*

Lessor/Assignor	Trinity Industries Leasing Company 2000 Gardner Expressway Quincy, Illinois 62306
Lessee	Southern Illinois Railcar Company One Mark Twain Plaza Edwardsville, Illinois 62025
Assignee	Pitney Bowes Credit Corporation 201 Merritt Seven Norwalk, Connecticut 06856

Memorandum of Railcar Lease Agreement and Assignment *B*

Lessor/Assignor	Southern Illinois Railcar Company One Mark Twain Plaza Edwardsville, Illinois 62025
Lessee	Continental Grain Company 222 South Riverside Plaza Chicago, Illinois 60606
Assignee	Pitney Bowes Credit Corporation 201 Merritt Seven Norwalk, Connecticut 06856

A description of the railroad equipment covered by the enclosed documents is:

200 triple covered hopper railcars bearing SIRX reporting marks and road numbers as set forth on Exhibit A attached to each Memorandum

Also enclosed is a check in the amount of \$66.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours



Robert W. Alvord

DEC 31 1996 -10 05 AM

**MEMORANDUM
OF RAILROAD CAR NET LEASE AGREEMENT AND ASSIGNMENT**

This Memorandum will evidence the fact that, the parties hereto have previously entered into that certain Railcar Lease Agreement dated as of July 18, 1995 (the "Lease"), and that certain Rider Seven (7) to Railroad Car Net Lease Agreement dated as of September 25, 1996 attached and incorporated by reference thereto, by and between Trinity Industries Leasing Company ("Lessor"), having a place of business located at 2000 Gardner Expressway, Quincy, Illinois 62306, and Southern Illinois Railcar Company ("Lessee"), having a place of business located at One Mark Twain Plaza, Suite 225, Edwardsville, Illinois 62025, pursuant to which Lessor has leased to Lessee the Equipment described on Exhibit A hereto, subject to the terms and conditions of said Lease. The Lease has subsequently been assigned as of December 30, 1996 to Pitney Bowes Credit Corporation ("Assignee"), having its principal place of business located at 201 Merritt Seven, Norwalk, Connecticut 06856.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Railroad Car Net Lease Agreement and Assignment (the "Memorandum") to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this day 30th of December, 1996.

LESSOR:

TRINITY INDUSTRIES LEASING COMPANY

BY: PRINTED NAME: F. Dean PhelpsITS: Vice President

LESSEE:

SOUTHERN ILLINOIS RAILCAR COMPANY

BY: 

PRINTED NAME: _____

ITS: _____

ASSIGNEE:

PITNEY BOWES CREDIT CORPORATION

BY: _____

PRINTED NAME: _____

ITS: _____

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LESSOR:

TRINITY INDUSTRIES LEASING COMPANY

BY: _____

PRINTED NAME: _____

ITS: _____

LESSEE:

SOUTHERN ILLINOIS RAILCAR COMPANY

BY:  _____

PRINTED NAME: GARY J. GOODMAN

ITS: VICE PRESIDENT

ASSIGNEE:

PITNEY BOWES CREDIT CORPORATION

BY: _____

PRINTED NAME: _____

ITS: _____

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LESSOR:

TRINITY INDUSTRIES LEASING COMPANY

BY: _____

PRINTED NAME: _____

ITS: _____

LESSEE:

SOUTHERN ILLINOIS RAILCAR COMPANY

BY: _____

PRINTED NAME: _____

ITS: _____

ASSIGNEE:

PITNEY BOWES CREDIT CORPORATION

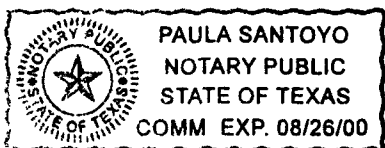
BY: *L.D. Osmanski*

PRINTED NAME: L.D. OSMANSKI

ITS: VICE PRESIDENT

State of TEXAS
County of COUNTY OF DALLAS
On 12-27-96 before me, Paula SANTOYO,
DATE NAME, TITLE OF OFFICER (E.G., "JANE DOE, NOTARY PUBLIC")
personally appeared F. DEAN PHELPS, VICE PRESIDENT,
NAME(S) OF SIGNER(S)

☒ personally known to me - OR - ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Paula Santoyo
Signature of Notary

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of the form

CAPACITY CLAIMED BY SIGNER

- ☐ INDIVIDUAL
☐ CORPORATE OFFICER

TITLE(S)

- ☐ PARTNER(S) ☐ LIMITED
☐ GENERAL
☐ ATTORNEY-IN-FACT
☐ TRUSTEE(S)
☐ GUARDIAN/CONSERVATOR
☐ OTHER _____

DESCRIPTION OF ATTACHED DOCUMENT

TITLE OR TYPE OF DOCUMENT

NUMBER OF PAGES

DATE OF DOCUMENT

SIGNER IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY(IES)

SIGNER(S) OTHER THAN NAMED ABOVE

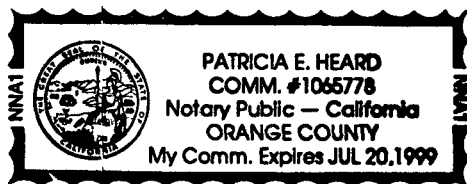
State of California

County of Orange

On 12/20/96 before me, Patricia E. Heard Notary Public,
DATE NAME, TITLE OF OFFICER-E G, "JANE DOE, NOTARY PUBLIC"

personally appeared L. D. Gansinski
NAME(S) OF SIGNER(S)

☒ personally known to me - OR - ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Patricia E. Heard
Signature of Notary

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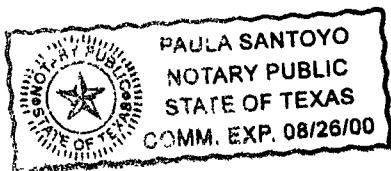
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County of DALLAS

On 12-27-96 before me, Paula SANTOYO,
DATE NAME, TITLE OF OFFICER (E.G., "JANE DOE, NOTARY PUBLIC")

personally appeared E. DEAN Phelps, VICE PRESIDENT,
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